

RECORDATION NO. 24406 -C  
FILED

APR 02 '07 -3 15 PM

SURFACE TRANSPORTATION BOARD

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ELIAS C. ALVORD (1942)  
ELLSWORTH C. ALVORD (1964)

OF COUNSEL  
URBAN A. LESTER

April 2, 2007

Mr. Vernon A. Williams  
Secretary  
Surface Transportation Board  
395 "E" Street, S.W.  
Washington, D.C. 20423-0001

Dear Mr. Williams:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are two (2) copies of a Memorandum of Assignment, dated as of March 14, 2007, a secondary document as defined in the Board's Rules for the Recordation of Documents.

The enclosed document relates to the Memorandum of Collateral Assignment previously filed with the Board under Recordation Number 24406-B.

The names and addresses of the parties to the enclosed document are:

Seller: GMAC Commercial Finance LLC  
210 Interstate North Parkway  
Suite 315  
Atlanta, Georgia 30339

Purchaser: Commerce Street Investments LLC  
c/o Prudential Capital Group  
600 Galleria Parkway, 15th Floor  
Atlanta, Georgia 30339

Mr. Vernon A. Williams  
April 2, 2007  
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A description of the railroad equipment covered by the enclosed document is:

**673 railcars:**

573 open top quad hopper cars within the series CYDX 000100 - CYDX 000698 as more particularly set forth in Schedule 2 attached to the document.

100 pocket open top hopper cars: PRSX 2000 – PRSX 2099.

384 railcars with BB, DSIX, GNRR, ICG, MACX, NOPB, RMGX, RMMX, SIND, SIRX, SLGG, USCX and WE reporting marks as more particularly set forth in Schedule 1 attached to the document.

A short summary of the document to appear in the index is:

Memorandum of Assignment.

Also enclosed is a check in the amount of \$34.00 payable to the order of the Surface Transportation Board covering the required recordation fee.

Kindly return stamped copies of the enclosed document to the undersigned.

Very truly yours,



Robert W. Alvord

RWA/sem  
Enclosures

APR 02 '07 -3 15 PM

**MEMORANDUM OF ASSIGNMENT**  
(Surface Transportation Board)

SURFACE TRANSPORTATION BOARD

THIS MEMORANDUM OF ASSIGNMENT dated as of March 14, 2007, is made by and between GMAC Commercial Finance LLC ("Seller") and Commerce Street Investments LLC ("Purchaser").

WITNESSETH:

The Seller and the Purchaser are parties to that certain Asset Purchase Agreement (the "Asset Purchase Agreement") dated as of February 27, 2007.

Under the terms of the Asset Purchase Agreement the Seller has sold, assigned and transferred to Purchaser all of Seller's right, title and interest in and to that certain Loan and Security Agreement dated as of July 13, 2004 (the "Security Agreement") between Seller and Infinity Rail, LLC ("Borrower"), including all right, title and interest, including security interests, in the railcars and leases identified herein.

In connection with such Security Agreement, Borrower granted to Seller a first priority security interest in all of Borrower's right, title and interest in and to (1) those certain railcars identified on Schedules 1 and 2 attached hereto, evidence of which has been recorded pursuant to a Memorandum of Security Agreement with the Surface Transportation Board (the "STB") on July 13, 2004 and assigned conveyance number 20563-L; and (2) those certain railcars and leases identified on Schedule 3 attached hereto, evidence of which has been recorded pursuant to a Memorandum of Collateral Assignment with the STB on July 13, 2004 and assigned conveyance number 20563-M, 24406-B and 25066-A.

The parties hereto wish to show for public record this Memorandum and accordingly have caused this Memorandum to be executed by their officers thereunto duly authorized, as of the date first above written. This Memorandum may be executed in counterparts, each such counterpart shall be binding on both parties hereto, notwithstanding that both parties are not signatories to the same counterpart.

[The remainder of this page has been intentionally left blank.]

IN WITNESS WHEREOF, the parties have caused this Memorandum to be executed as of the first date herein above written.

GMAC COMMERCIAL FINANCE LLC

By: DA Baker  
Name: David R. Baker  
Title: Chief Operating Officer

STATE OF NEW YORK     )  
  ) ss:  
COUNTY OF NEW YORK    )

The foregoing Memorandum of Assignment was acknowledged before me, the undersigned Notary Public, in the County of New York this 14<sup>th</sup> day of March, 2007 by David R. Baker as Chief Operating Officer of GMAC Commercial Finance LLC, a Delaware limited liability company.

Cathleen A. Pellegrino  
Notary Public


My commission expires: 11-30-2010

CATHLEEN A. PELLEGRINO  
Notary Public, State of New York  
No. 01PE4768067  
Qualified in Kings County  
Commission Expires Nov. 30, 2010

IN WITNESS WHEREOF, the parties have caused this Memorandum to be executed as of the first date herein above written.

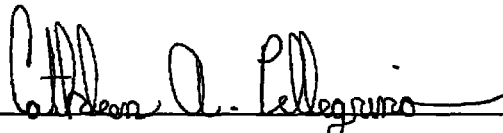
COMMERCE STREET INVESTMENTS LLC

By: Prudential Investment Management, Inc., as investment adviser C 12

By:   
Name: Stephen J. Collins  
Title: Vice President

STATE OF NEW YORK       )  
  ) ss:  
COUNTY OF NEW YORK    )

The foregoing Memorandum of Assignment was acknowledged before me, the undersigned Notary Public, in the County of New York this 14<sup>th</sup> day of March, 2007 by Stephen J. Collins, as Vice President of Prudential Investment Management, Inc., a New Jersey corporation

  
Notary Public

My commission expires: 11-30-2010

CATHLEEN A. PELLEGRINO  
Notary Public, State of New York  
No. 01PE4768067  
Qualified in Kings County  
Commission Expires Nov. 30, 2010

## SCHEDULE 1

### Collateral

Number of Units	New Mark since Jan. '04	Car Mark	Car Number	AAR Equipment Code Description
		RMGX	7116	EQUIPED OPEN TOP HOPPER,HTS, 185000 LBS LOAD LIMIT +,5000 CU FT+
		RMGX	7118	EQUIPED OPEN TOP HOPPER,HTS, 185000 LBS LOAD LIMIT +,5000 CU FT+
		RMGX	7121	EQUIPED OPEN TOP HOPPER,HTS, 185000 LBS LOAD LIMIT +,5000 CU FT+
		RMGX	7123	EQUIPED OPEN TOP HOPPER,HTS, 185000 LBS LOAD LIMIT +,5000 CU FT+
		RMGX	7125	EQUIPED OPEN TOP HOPPER,HTS, 185000 LBS LOAD LIMIT +,5000 CU FT+
		RMGX	7126	EQUIPED OPEN TOP HOPPER,HTS, 185000 LBS LOAD LIMIT +,5000 CU FT+
		RMGX	7127	EQUIPED OPEN TOP HOPPER,HTS, 185000 LBS LOAD LIMIT +,5000 CU FT+
		RMGX	7128	EQUIPED OPEN TOP HOPPER,HTS, 185000 LBS LOAD LIMIT +,5000 CU FT+
		RMGX	7129	EQUIPED OPEN TOP HOPPER,HTS, 185000 LBS LOAD LIMIT +,5000 CU FT+
		RMGX	7130	EQUIPED OPEN TOP HOPPER,HTS, 185000 LBS LOAD LIMIT +,5000 CU FT+
		RMGX	7131	EQUIPED OPEN TOP HOPPER,HTS, 185000 LBS LOAD LIMIT +,5000 CU FT+
		RMGX	7132	EQUIPED OPEN TOP HOPPER,HTS, 185000 LBS LOAD LIMIT +,5000 CU FT+
		RMGX	7133	EQUIPED OPEN TOP HOPPER,HTS, 185000 LBS LOAD LIMIT +,5000 CU FT+
		RMGX	7135	EQUIPED OPEN TOP HOPPER,HTS, 185000 LBS LOAD LIMIT +,5000 CU FT+
		RMGX	7136	EQUIPED OPEN TOP HOPPER,HTS, 185000 LBS LOAD LIMIT +,5000 CU FT+
		RMGX	7138	EQUIPED OPEN TOP HOPPER,HTS, 185000 LBS LOAD LIMIT +,5000 CU FT+
		RMGX	7139	EQUIPED OPEN TOP HOPPER,HTS, 185000 LBS LOAD LIMIT +,5000 CU FT+
		RMGX	7140	EQUIPED OPEN TOP HOPPER,HTS, 185000 LBS LOAD LIMIT +,5000 CU FT+
		RMGX	7141	EQUIPED OPEN TOP HOPPER,HTS, 185000 LBS LOAD LIMIT +,5000 CU FT+
		RMGX	7144	EQUIPED OPEN TOP HOPPER,HTS, 185000 LBS LOAD LIMIT +,5000 CU FT+
		UCSX	1014	EQUIPED OPEN TOP HOPPER,HTS, 185000 LBS LOAD LIMIT +,5000 CU FT+
		UCSX	1017	EQUIPED OPEN TOP HOPPER,HTS, 185000 LBS LOAD LIMIT +,5000 CU FT+
		UCSX	1018	EQUIPED OPEN TOP HOPPER,HTS, 185000 LBS LOAD LIMIT +,5000 CU FT+
		UCSX	1019	EQUIPED OPEN TOP HOPPER,HTS, 185000 LBS LOAD LIMIT +,5000 CU FT+
		UCSX	1022	EQUIPED OPEN TOP HOPPER,HTS, 185000 LBS LOAD LIMIT +,5000 CU FT+
		RMGX	7149	EQUIPED OPEN TOP HOPPER,HTS, 185000 LBS LOAD LIMIT +,5000 CU FT+
		UCSX	1023	EQUIPED OPEN TOP HOPPER,HTS, 185000 LBS LOAD LIMIT +,5000 CU FT+
		UCSX	1025	EQUIPED OPEN TOP HOPPER,HTS, 185000 LBS LOAD LIMIT +,5000 CU FT+
		UCSX	1026	EQUIPED OPEN TOP HOPPER,HTS, 185000 LBS LOAD LIMIT +,5000 CU FT+
		UCSX	1028	EQUIPED OPEN TOP HOPPER,HTS, 185000 LBS LOAD LIMIT +,5000 CU FT+
		UCSX	1031	EQUIPED OPEN TOP HOPPER,HTS, 185000 LBS LOAD LIMIT +,5000 CU FT+
		UCSX	1032	EQUIPED OPEN TOP HOPPER,HTS, 185000 LBS LOAD LIMIT +,5000 CU FT+
		UCSX	1033	EQUIPED OPEN TOP HOPPER,HTS, 185000 LBS LOAD LIMIT +,5000 CU FT+
		UCSX	1035	EQUIPED OPEN TOP HOPPER,HTS, 185000 LBS LOAD LIMIT +,5000 CU FT+
		UCSX	1037	EQUIPED OPEN TOP HOPPER,HTS, 185000 LBS LOAD LIMIT +,5000 CU FT+
		UCSX	1040	EQUIPED OPEN TOP HOPPER,HTS, 185000 LBS LOAD LIMIT +,5000 CU FT+
		UCSX	1041	EQUIPED OPEN TOP HOPPER,HTS, 185000 LBS LOAD LIMIT +,5000 CU FT+
		UCSX	1044	EQUIPED OPEN TOP HOPPER,HTS, 185000 LBS LOAD LIMIT +,5000 CU FT+
		UCSX	1045	EQUIPED OPEN TOP HOPPER,HTS, 185000 LBS LOAD LIMIT +,5000 CU FT+
		UCSX	1048	EQUIPED OPEN TOP HOPPER,HTS, 185000 LBS LOAD LIMIT +,5000 CU FT+
		UCSX	1049	EQUIPED OPEN TOP HOPPER,HTS, 185000 LBS LOAD LIMIT +,5000 CU FT+
		UCSX	1050	EQUIPED OPEN TOP HOPPER,HTS, 185000 LBS LOAD LIMIT +,5000 CU FT+

	UCSX	1051	EQUIPED OPEN TOP HOPPER,HTS, 185000 LBS LOAD LIMIT +,5000 CU FT+
	UCSX	1052	EQUIPED OPEN TOP HOPPER,HTS, 185000 LBS LOAD LIMIT +,5000 CU FT+
	UCSX	1054	EQUIPED OPEN TOP HOPPER,HTS, 185000 LBS LOAD LIMIT +,5000 CU FT+
	UCSX	1055	EQUIPED OPEN TOP HOPPER,HTS, 185000 LBS LOAD LIMIT +,5000 CU FT+
	UCSX	1056	EQUIPED OPEN TOP HOPPER,HTS, 185000 LBS LOAD LIMIT +,5000 CU FT+
	UCSX	1058	EQUIPED OPEN TOP HOPPER,HTS, 185000 LBS LOAD LIMIT +,5000 CU FT+
	UCSX	1062	EQUIPED OPEN TOP HOPPER,HTS, 185000 LBS LOAD LIMIT +,5000 CU FT+
	UCSX	1063	EQUIPED OPEN TOP HOPPER,HTS, 185000 LBS LOAD LIMIT +,5000 CU FT+
	UCSX	1066	EQUIPED OPEN TOP HOPPER,HTS, 185000 LBS LOAD LIMIT +,5000 CU FT+
	UCSX	1070	EQUIPED OPEN TOP HOPPER,HTS, 185000 LBS LOAD LIMIT +,5000 CU FT+
	UCSX	1071	EQUIPED OPEN TOP HOPPER,HTS, 185000 LBS LOAD LIMIT +,5000 CU FT+
	UCSX	1074	EQUIPED OPEN TOP HOPPER,HTS, 185000 LBS LOAD LIMIT +,5000 CU FT+
	UCSX	1075	EQUIPED OPEN TOP HOPPER,HTS, 185000 LBS LOAD LIMIT +,5000 CU FT+
	UCSX	1076	EQUIPED OPEN TOP HOPPER,HTS, 185000 LBS LOAD LIMIT +,5000 CU FT+
	UCSX	1079	EQUIPED OPEN TOP HOPPER,HTS, 185000 LBS LOAD LIMIT +,5000 CU FT+
	GNRR	7116	EQUIPED OPEN TOP HOPPER,HTS, 185000 LBS LOAD LIMIT +,5000 CU FT+
	GNRR	7117	EQUIPED OPEN TOP HOPPER,HTS, 185000 LBS LOAD LIMIT +,5000 CU FT+
	GNRR	7119	EQUIPED OPEN TOP HOPPER,HTS, 185000 LBS LOAD LIMIT +,5000 CU FT+
	GNRR	7120	EQUIPED OPEN TOP HOPPER,HTS, 185000 LBS LOAD LIMIT +,5000 CU FT+
	GNRR	7121	EQUIPED OPEN TOP HOPPER,HTS, 185000 LBS LOAD LIMIT +,5000 CU FT+
	GNRR	7124	EQUIPED OPEN TOP HOPPER,HTS, 185000 LBS LOAD LIMIT +,5000 CU FT+
	GNRR	7137	EQUIPED OPEN TOP HOPPER,HTS, 185000 LBS LOAD LIMIT +,5000 CU FT+
	GNRR	7142	EQUIPED OPEN TOP HOPPER,HTS, 185000 LBS LOAD LIMIT +,5000 CU FT+
	GNRR	7143	EQUIPED OPEN TOP HOPPER,HTS, 185000 LBS LOAD LIMIT +,5000 CU FT+
67	GNRR	7148	EQUIPED OPEN TOP HOPPER,HTS, 185000 LBS LOAD LIMIT +,5000 CU FT+
	RMMX	8603	86ftBOXCAR,XP Other Type Doors
	RMMX	8604	86ftBOXCAR,XL Other Type Doors
	RMMX	8605	86ftBOXCAR,XP Other Type Doors
4	RMMX	8606	86ftBOXCAR,XP Other Type Doors
	GNRR	7146	WOOD CHIP 155,000 TO 184, 99 LBS LD LIMIT,HTS,NONROTARY COUP ER,5000+CU T.
	GNRR	7150	WOOD CHIP 155,000 TO 184, 99 LBS LD LIMIT,HTS,NONROTARY COUP ER,5000+CU T.
	GNRR	7151	WOOD CHIP 155,000 TO 184, 99 LBS LD LIMIT,HTS,NONROTARY COUP ER,5000+CU T.
	GNRR	7152	WOOD CHIP 155,000 TO 184, 99 LBS LD LIMIT,HTS,NONROTARY COUP ER,5000+CU T.
	GNRR	7153	WOOD CHIP 155,000 TO 184, 99 LBS LD LIMIT,HTS,NONROTARY COUP ER,5000+CU T.
	RMGX	7147	WOOD CHIP 155,000 TO 184, 99 LBS LD LIMIT,HTS,NONROTARY COUP ER,5000+CU T.
	RMGX	7154	WOOD CHIP 155,000 TO 184, 99 LBS LD LIMIT,HTS,NONROTARY COUP ER,5000+CU T.
8	RMGX	7155	WOOD CHIP 155,000 TO 184, 99 LBS LD LIMIT,HTS,NONROTARY COUP ER,5000+CU T.
	GNRR	3200	COVERED HOPPER Small, Capacity less than 3000 cu ft.
	GNRR	3201	COVERED HOPPER Small, Capacity less than 3000 cu ft.
	GNRR	3204	COVERED HOPPER Small, Capacity less than 3000 cu ft.
	GNRR	3206	COVERED HOPPER Small, Capacity less than 3000 cu ft.
	GNRR	3210	COVERED HOPPER Small, Capacity less than 3000 cu ft.
DSIX2500	LCEX	300	COVERED HOPPER Small, Capacity less than 3000 cu ft.
DSIX2501	LCEX	301	COVERED HOPPER Small, Capacity less than 3000 cu ft.
DSIX2502	RMGX	3220	COVERED HOPPER Small, Capacity less than 3000 cu ft.
DSIX2503	RMGX	3221	COVERED HOPPER Small, Capacity less than 3000 cu ft.







	RMGX	3492	COVERED HOPPER Small, Capacity less than 3000 cu ft.
	RMGX	3494	COVERED HOPPER Small, Capacity less than 3000 cu ft.
	RMGX	3495	COVERED HOPPER Small, Capacity less than 3000 cu ft.
	RMGX	3496	COVERED HOPPER Small, Capacity less than 3000 cu ft.
112	RMGX	3497	COVERED HOPPER Small, Capacity less than 3000 cu ft.
	MACX270 0	GNRR 700	OPEN TOP HOPPER 100 Ton HM OPEN TOP SELF CLEARING HO PER 185,000 & OVER LBS LOAD LIMIT, HM, 100 TO CAPACITY, NON ROTARY COUPLERS, 2300 CU.FT.
	MACX270 3	GNRR 703	OPEN TOP HOPPER 100 Ton HM OPEN TOP SELF CLEARING HO PER 185,000 & OVER LBS LOAD LIMIT, HM, 100 TO CAPACITY, NON ROTARY COUPLERS, 2300 CU.FT.
		GNRR 706	OPEN TOP HOPPER 100 Ton HM OPEN TOP SELF CLEARING HO PER 185,000 & OVER LBS LOAD LIMIT, HM, 100 TO CAPACITY, NON ROTARY COUPLERS, 2300 CU.FT.
	MACX	2701	OPEN TOP HOPPER 100 Ton HM OPEN TOP SELF CLEARING HO PER 185,000 & OVER LBS LOAD LIMIT, HM, 100 TO CAPACITY, NON ROTARY COUPLERS, 2300 CU.FT.
	MACX	2702	OPEN TOP HOPPER 100 Ton HM OPEN TOP SELF CLEARING HO PER 185,000 & OVER LBS LOAD LIMIT, HM, 100 TO CAPACITY, NON ROTARY COUPLERS, 2300 CU.FT.
	MACX	2704	OPEN TOP HOPPER 100 Ton HM OPEN TOP SELF CLEARING HO PER 185,000 & OVER LBS LOAD LIMIT, HM, 100 TO CAPACITY, NON ROTARY COUPLERS, 2300 CU.FT.
	MACX	2705	OPEN TOP HOPPER 100 Ton HM OPEN TOP SELF CLEARING HO PER 185,000 & OVER LBS LOAD LIMIT, HM, 100 TO CAPACITY, NON ROTARY COUPLERS, 2300 CU.FT.
	MACX	2707	OPEN TOP HOPPER 100 Ton HM OPEN TOP SELF CLEARING HO PER 185,000 & OVER LBS LOAD LIMIT, HM, 100 TO CAPACITY, NON ROTARY COUPLERS, 2300 CU.FT.
	GNRR	708	OPEN TOP HOPPER 100 Ton HM OPEN TOP SELF CLEARING HO PER 185,000 & OVER LBS LOAD LIMIT, HM, 100 TO CAPACITY, NON ROTARY COUPLERS, 2300 CU.FT.
	MACX	2709	OPEN TOP HOPPER 100 Ton HM OPEN TOP SELF CLEARING HO PER 185,000 & OVER LBS LOAD LIMIT, HM, 100 TO CAPACITY, NON ROTARY COUPLERS, 2300 CU.FT.
	MACX	2710	OPEN TOP HOPPER 100 Ton HM OPEN TOP SELF CLEARING HO PER 185,000 & OVER LBS LOAD LIMIT, HM, 100 TO CAPACITY, NON ROTARY COUPLERS, 2300 CU.FT.
	MACX	2711	OPEN TOP HOPPER 100 Ton HM OPEN TOP SELF CLEARING HO PER 185,000 & OVER LBS LOAD LIMIT, HM, 100 TO CAPACITY, NON ROTARY COUPLERS, 2300 CU.FT.
13	MACX	2712	OPEN TOP HOPPER 100 Ton HM OPEN TOP SELF CLEARING HO PER 185,000 & OVER LBS LOAD LIMIT, HM, 100 TO CAPACITY, NON ROTARY COUPLERS, 2300 CU.FT.
	GNRR	10038	50RBOXCAR INSULATED Plug RB Cushn REFRIGERATOR,49R-LESS 59R INSDE LENGTH CUSHION DFT GEAR/UNDR RME,RB,AL CARS.
	GNRR	10069	50RBOXCAR INSULATED Plug RB Cushn REFRIGERATOR,49R-LESS 59R INSDE LENGTH CUSHION DFT GEAR/UNDR RME,RB,AL CARS.
	GNRR	10080	50RBOXCAR Insulated Plug RBL Cushn REFRIGERATOR,49R-LESS 59R INSDE LENGTH CUSHION DFT GEAR/UNDR RME,RBL,AL CARS.
	GNRR	10061	50RBOXCAR Insulated Plug RBL Cushn REFRIGERATOR,49R-LESS 59R INSDE LENGTH CUSHION DFT GEAR/UNDR RME,RBL,AL CARS.
	GNRR	10062	50RBOXCAR Insulated Plug RBL Cushn REFRIGERATOR,49R-LESS 59R INSDE LENGTH CUSHION DFT GEAR/UNDR RME,RBL,AL CARS.
	GNRR	10063	50RBOXCAR Insulated Plug RBL Cushn REFRIGERATOR,49R-LESS 59R INSDE LENGTH CUSHION DFT GEAR/UNDR RME,RBL,AL CARS.
	GNRR	10064	50RBOXCAR Insulated Plug RBL Cushn REFRIGERATOR,49R-LESS 59R INSDE LENGTH CUSHION DFT GEAR/UNDR RME,RBL,AL CARS.
	GNRR	10065	50RBOXCAR Insulated Plug RBL Cushn REFRIGERATOR,49R-LESS 59R INSDE LENGTH CUSHION DFT GEAR/UNDR RME,RBL,AL CARS.
	GNRR	10067	50RBOXCAR Insulated Plug RBL Cushn REFRIGERATOR,49R-LESS 59R INSDE LENGTH CUSHION DFT GEAR/UNDR RME,RBL,AL CARS.
	GNRR	10068	50RBOXCAR Insulated Plug RBL Cushn REFRIGERATOR,49R-LESS 59R INSDE LENGTH CUSHION DFT GEAR/UNDR RME,RBL,AL CARS.
	GNRR	10073	50RBOXCAR Insulated Plug RBL Cushn REFRIGERATOR,49R-LESS 59R INSDE LENGTH CUSHION DFT GEAR/UNDR RME,RBL,AL CARS.
	GNRR	10074	50RBOXCAR Insulated Plug RBL Cushn REFRIGERATOR,49R-LESS 59R INSDE LENGTH CUSHION DFT GEAR/UNDR RME,RBL,AL CARS.
13	GNRR	10075	50RBOXCAR Insulated Plug RBL Cushn REFRIGERATOR,49R-LESS 59R INSDE LENGTH CUSHION DFT GEAR/UNDR RME,RBL,AL CARS.
	GNRR	11029	50RBOXCAR,XP Sliding door opening 9ft less than 11ft.
	GNRR	11030	50RBOXCAR,XP Sliding door opening 9ft less than 11ft.
	GNRR	11032	50RBOXCAR,XP Sliding door opening 9ft less than 11ft.

GNRR	4005	50ftBOXCAR,XP Sliding door opening 9ft less than 11ft.
GNRR	4008	50ftBOXCAR,XP Sliding door opening 9ft less than 11ft.
GNRR	4009	50ftBOXCAR,XP Sliding door opening 9ft less than 11ft.
GNRR	4010	50ftBOXCAR,XP Sliding door opening 9ft less than 11ft.
GNRR	4004	50ftBOXCAR,XP Sliding door opening 9ft less than 11ft.
GNRR	4006	50ftBOXCAR,XP Sliding door opening 9ft less than 11ft.
GNRR	11008	50ftBOXCAR,XP Sliding door opening 9ft less than 11ft.
GNRR	11009	50ftBOXCAR,XP Sliding door opening 9ft less than 11ft.
GNRR	11020	50ftBOXCAR,XP Sliding door opening 9ft less than 11ft.
GNRR	11033	50ftBOXCAR,XP Sliding door opening 9ft less than 11ft.
GNRR	11034	50ftBOXCAR,XP Sliding door opening 9ft less than 11ft.
GNRR	11035	50ftBOXCAR,XP Sliding door opening 9ft less than 11ft.
GNRR	11036	50ftBOXCAR,XP Sliding door opening 9ft less than 11ft.
GNRR	11037	50ftBOXCAR,XP Sliding door opening 9ft less than 11ft.
GNRR	11040	50ftBOXCAR,XP Sliding door opening 9ft less than 11ft.
GNRR	11041	50ftBOXCAR,XP Sliding door opening 9ft less than 11ft.
GNRR	11042	50ftBOXCAR,XP Sliding door opening 9ft less than 11ft.
GNRR	11013	50ftBOXCAR,XP Sliding door opening 9ft less than 11ft.
GNRR	11014	50ftBOXCAR,XP Sliding door opening 9ft less than 11ft.
GNRR	11027	50ftBOXCAR,XP Sliding door opening 9ft less than 11ft.
GNRR	11028	50ftBOXCAR,XP Sliding door opening 9ft less than 11ft.
GNRR	11038	50ftBOXCAR,XP Sliding door opening 9ft less than 11ft.
GNRR	4200	50ftBOXCAR,XP Sliding door opening 9ft less than 11ft.
GNRR	65001	50ftBOXCAR,XP Sliding door opening 9ft less than 11ft.
GNRR	65002	50ftBOXCAR,XP Sliding door opening 9ft less than 11ft.
GNRR	65003	50ftBOXCAR,XP Sliding door opening 9ft less than 11ft.
GNRR	7253	50ftBOXCAR,XP Sliding door opening 9ft less than 11ft.
GNRR	7254	50ftBOXCAR,XP Sliding door opening 9ft less than 11ft.
GNRR	7261	50ftBOXCAR,XP Sliding door opening 9ft less than 11ft.
GNRR	7264	50ftBOXCAR,XP Sliding door opening 9ft less than 11ft.
GNRR	7112	50ftBOXCAR,XP Sliding door opening 9ft less than 11ft.
GNRR	7133	50ftBOXCAR,XP Sliding door opening 9ft less than 11ft.
GNRR	7134	50ftBOXCAR,XP Sliding door opening 9ft less than 11ft.
GNRR	7145	50ftBOXCAR,XP Sliding door opening 9ft less than 11ft.
GNRR	7149	50ftBOXCAR,XP Sliding door opening 9ft less than 11ft.
ICG	501598	50ftBOXCAR,XP Sliding door opening 9ft less than 11ft.
ICG	501599	50ftBOXCAR,XP Sliding door opening 9ft less than 11ft.
RMGX	7207	50ftBOXCAR,XP Sliding door opening 9ft less than 11ft.
RMGX	7214	50ftBOXCAR,XP Sliding door opening 9ft less than 11ft.
RMGX	7210	50ftBOXCAR,XP Sliding door opening 9ft less than 11ft.
RMGX	7234	50ftBOXCAR,XP Sliding door opening 9ft less than 11ft.
RMGX	3916	50ftBOXCAR,XP Sliding door opening 9ft less than 11ft.
RMGX	3917	50ftBOXCAR,XP Sliding door opening 9ft less than 11ft.
RMGX	3918	50ftBOXCAR,XP Sliding door opening 9ft less than 11ft.
RMGX	3919	50ftBOXCAR,XP Sliding door opening 9ft less than 11ft.
RMGX	7204	50ftBOXCAR,XP Sliding door opening 9ft less than 11ft.
RMGX	7208	50ftBOXCAR,XP Sliding door opening 9ft less than 11ft.
RMGX	7213	50ftBOXCAR,XP Sliding door opening 9ft less than 11ft.
RMGX	7215	50ftBOXCAR,XP Sliding door opening 9ft less than 11ft.

	RMGX	7218	50ftBOXCAR,XP Sliding door opening 9ft less than 11ft.
	RMGX	7202	50ftBOXCAR,XP Sliding door opening 8ft less than 11ft.
	RMGX	7203	50ftBOXCAR,XP Sliding door opening 9ft less than 11ft.
WE7209	RMGX	7209	50ftBOXCAR,XP Sliding door opening 9ft less than 11ft.
WE7221	RMGX	7221	50ftBOXCAR,XP Sliding door opening 9ft less than 11ft.
	SLGG	10678	50ftBOXCAR,XP Sliding door opening 9ft less than 11ft.
	SLGG	10679	50ftBOXCAR,XP Sliding door opening 9ft less than 11ft.
	SLGG	10680	50ftBOXCAR,XP Sliding door opening 9ft less than 11ft.
	SLGG	10681	50ftBOXCAR,XP Sliding door opening 9ft less than 11ft.
	SLGG	10682	50ftBOXCAR,XP Sliding door opening 9ft less than 11ft.
	SLGG	10683	50ftBOXCAR,XP Sliding door opening 9ft less than 11ft.
	SLGG	10684	50ftBOXCAR,XP Sliding door opening 9ft less than 11ft.
	SLGG	10685	50ftBOXCAR,XP Sliding door opening 9ft less than 11ft.
	SLGG	10686	50ftBOXCAR,XP Sliding door opening 9ft less than 11ft.
	SLGG	10687	50ftBOXCAR,XP Sliding door opening 9ft less than 11ft.
	NOPB	7200	50ftBOXCAR,XP Sliding door opening 9ft less than 11ft.
	NOPB	7224	50ftBOXCAR,XP Sliding door opening 9ft less than 11ft.
	NOPB	7225	50ftBOXCAR,XP Sliding door opening 9ft less than 11ft.
	NOPB	7226	50ftBOXCAR,XP Sliding door opening 9ft less than 11ft.
	NOPB	7227	50ftBOXCAR,XP Sliding door opening 9ft less than 11ft.
	NOPB	7228	50ftBOXCAR,XP Sliding door opening 9ft less than 11ft.
	NOPB	7233	50ftBOXCAR,XP Sliding door opening 9ft less than 11ft.
	NOPB	7236	50ftBOXCAR,XP Sliding door opening 9ft less than 11ft.
	NOPB	7239	50ftBOXCAR,XP Sliding door opening 9ft less than 11ft.
	NOPB	7241	50ftBOXCAR,XP Sliding door opening 9ft less than 11ft.
	NOPB	7242	50ftBOXCAR,XP Sliding door opening 9ft less than 11ft.
	NOPB	7245	50ftBOXCAR,XP Sliding door opening 9ft less than 11ft.
	NOPB	7246	50ftBOXCAR,XP Sliding door opening 9ft less than 11ft.
	NOPB	7248	50ftBOXCAR,XP Sliding door opening 9ft less than 11ft.
	NOPB	7201	50ftBOXCAR,XP Sliding door opening 9ft less than 11ft.
WE7206	NOPB	7206	50ftBOXCAR,XP Sliding door opening 9ft less than 11ft.
WE7212	NOPB	7212	50ftBOXCAR,XP Sliding door opening 9ft less than 11ft.
	NOPB	7240	50ftBOXCAR,XP Sliding door opening 9ft less than 11ft.
	BB	4003	50ftBOXCAR,XP Sliding door opening 9ft less than 11ft.
	BB	1501	50ftBOXCAR,XP Sliding door opening 9ft less than 11ft.
	BB	1502	50ftBOXCAR,XP Sliding door opening 9ft less than 11ft.
	BB	1503	50ftBOXCAR,XP Sliding door opening 9ft less than 11ft.
	BB	1504	50ftBOXCAR,XP Sliding door opening 9ft less than 11ft.
	BB	1505	50ftBOXCAR,XP Sliding door opening 9ft less than 11ft.
	BB	1507	50ftBOXCAR,XP Sliding door opening 9ft less than 11ft.
	BB	1508	50ftBOXCAR,XP Sliding door opening 9ft less than 11ft.
	BB	1509	50ftBOXCAR,XP Sliding door opening 9ft less than 11ft.
	BB	1510	50ftBOXCAR,XP Sliding door opening 9ft less than 11ft.
	BB	1511	50ftBOXCAR,XP Sliding door opening 9ft less than 11ft.
	BB	1513	50ftBOXCAR,XP Sliding door opening 9ft less than 11ft.
	WE	3915	50ftBOXCAR,XP Sliding door opening 9ft less than 11ft.
	WE	7205	50ftBOXCAR,XP Sliding door opening 9ft less than 11ft.
	WE	7216	50ftBOXCAR,XP Sliding door opening 9ft less than 11ft.
	WE	7217	50ftBOXCAR,XP Sliding door opening 9ft less than 11ft.

	WE	7219	50RBOXCAR,XP Sliding door opening 9ft less than 11ft.
	WE	7220	50RBOXCAR,XP Sliding door opening 9ft less than 11ft.
	WE	7235	50RBOXCAR,XP Sliding door opening 9ft less than 11ft.
	WE	7237	50RBOXCAR,XP Sliding door opening 9ft less than 11ft.
	WE	7244	50RBOXCAR,XP Sliding door opening 9ft less than 11ft.
	SIND	1600	50RBOXCAR,XP Sliding door opening 9ft less than 11ft.
	SIND	1601	50RBOXCAR,XP Sliding door opening 9ft less than 11ft.
	SIND	1602	50RBOXCAR,XP Sliding door opening 9ft less than 11ft.
	SIND	1603	50RBOXCAR,XP Sliding door opening 9ft less than 11ft.
	SIND	1604	50RBOXCAR,XP Sliding door opening 9ft less than 11ft.
	SIND	1605	50RBOXCAR,XP Sliding door opening 9ft less than 11ft.
	SIND	1607	50RBOXCAR,XP Sliding door opening 9ft less than 11ft.
	SIND	1608	50RBOXCAR,XP Sliding door opening 9ft less than 11ft.
	SIND	1609	50RBOXCAR,XP Sliding door opening 9ft less than 11ft.
	SIND	1610	50RBOXCAR,XP Sliding door opening 9ft less than 11ft.
	SIND	1611	50RBOXCAR,XP Sliding door opening 9ft less than 11ft.
	SIND	1612	50RBOXCAR,XP Sliding door opening 9ft less than 11ft.
	SIND	1613	50RBOXCAR,XP Sliding door opening 9ft less than 11ft.
	SIND	1614	50RBOXCAR,XP Sliding door opening 9ft less than 11ft.
	SIND	1615	50RBOXCAR,XP Sliding door opening 9ft less than 11ft.
	SIND	1616	50RBOXCAR,XP Sliding door opening 9ft less than 11ft.
	SIND	1617	50RBOXCAR,XP Sliding door opening 9ft less than 11ft.
	SIND	1618	50RBOXCAR,XP Sliding door opening 9ft less than 11ft.
	SIND	1619	50RBOXCAR,XP Sliding door opening 9ft less than 11ft.
126	SIND	1880	50RBOXCAR,XP Sliding door opening 9ft less than 11ft.
	GNRR	7218	50RBOXCAR XL Sliding door opening 9ft less than 11ftft
	GNRR	7241	50RBOXCAR XL Sliding door opening 9ft less than 11ftft
	GNRR	7242	50RBOXCAR XL Sliding door opening 9ft less than 11ftft
4	GNRR	7243	50RBOXCAR XL Sliding door opening 9ft less than 11ftft
1	SLGG	1254	50RBOXCAR,XP,Sliding door 9ft less than 11ft Cushion
	BB	1512	50RBOXCAR,XM Sliding door opening 10ft less than 11ft inside width 9ft 6in+
	GNRR	7015	50RBOXCAR,XM Sliding door opening 10ft less than 11ft inside width 9ft 6in+
3	NOPB	8089	50RBOXCAR,XM Sliding door opening 10ft less than 11ft inside width 9ft 6in+
	RMMX	8600	86RBOXCAR,XP Plug door opening 11ft+ Cushion
	RMMX	8601	86RBOXCAR,XP Plug door opening 11ft+ Cushion
	RMMX	8602	86RBOXCAR,XP Plug door opening 11ft+ Cushion
4	GNRR	6400	50RBOXCAR,XL Plug door opening 9ft Less than 11ft Cushion
1	RMGX	309	FLAT BULKHEAD,FBS,Length between bulkheads between 60ft & 75ft, Load limit between 185 & 200K lbs.
1	RMGX	311	FLAT BULKHEAD,FBS,Length between bulkheads 60ft less than 75ft,Load limit between 155 & 185K lbs.
	RMGX	310	FLAT CAR SPECIAL
	RMGX	301	FLAT CAR SPECIAL

	RMGX	302	FLAT CAR SPECIAL
	RMGX	303	FLAT CAR SPECIAL
	RMGX	304	FLAT CAR SPECIAL
	RMGX	305	FLAT CAR SPECIAL
	RMGX	306	FLAT CAR SPECIAL
	RMGX	307	FLAT CAR SPECIAL
	RMGX	308	FLAT CAR SPECIAL
	RMGX	312	FLAT CAR SPECIAL
	RMGX	313	FLAT CAR SPECIAL
	RMGX	314	FLAT CAR SPECIAL
	RMGX	315	FLAT CAR SPECIAL
14	RMGX	316	FLAT CAR SPECIAL
	RMGX160		
	35	SIRX	16035 COVERED HOPPER Jumbo, Capacity between 4000-4999 cu ft.
	RMGX160		
2	36	SIRX	16036 COVERED HOPPER Jumbo, Capacity between 4000-4999 cu ft.
	RMGX	3212	Covered Hoppers, Gravity Disc., 2,920 CF, 100 Tons
	RMGX	3213	Covered Hoppers, Gravity Disc., 2,920 CF, 100 Tons
	RMGX	3215	Covered Hoppers, Gravity Disc., 2,920 CF, 100 Tons
	RMGX	3310	Covered Hoppers, Gravity Disc., 2,920 CF, 100 Tons
	RMGX	3311	Covered Hoppers, Gravity Disc., 2,920 CF, 100 Tons
	RMGX	3312	Covered Hoppers, Gravity Disc., 2,920 CF, 100 Tons
	RMGX	3313	Covered Hoppers, Gravity Disc., 2,920 CF, 100 Tons
	RMGX	3314	Covered Hoppers, Gravity Disc., 2,920 CF, 100 Tons
	RMGX	3316	Covered Hoppers, Gravity Disc., 2,920 CF, 100 Tons
	RMGX	3325	Covered Hoppers, Gravity Disc., 2,920 CF, 100 Tons
11	RMGX	3327	Covered Hoppers, Gravity Disc., 2,920 CF, 100 Tons
384			

## **SCHEDULE 2**

573 used 1968 and 1969 ICG Built, 1982 Re-built, 100 ton open top quad hoppers containing reporting marks and numbers: CYDX 000100 through 000464 inclusive; CYDX 000466 through 000540 inclusive; CYDX 000542 through 00582, inclusive; CYDX 000585, 000589, 000590, 000591, 000595, 000596, 000597, 000598, 000599, 000600, 000602, 000604, and 000615; CYDX 000619 through 000694 inclusive; and CYDX 000696 through 000698, inclusive.

100 used IC, 3600 cubic foot, 100-ton (263,000 lb Gross Weight on Rail) four pocket open top hopper railcars with 45-degree slope sheets, containing reporting marks and numbers: PRSX 2000 through PRSX 2099 (inclusive).

### **SCHEDULE 3**

A. The lease with Borrower as lessee of certain railroad cars more particularly described on Schedule 3A attached hereto (the "Cars") pursuant to the Master Equipment Sublease dated February 7, 1997 (the "Illinois Central Lease") (as amended, modified, extended, supplemented, restated and/or replaced from time to time) with Illinois Central Railroad Company evidence of this Illinois Central Lease has been recorded with the Surface Transportation Board (the "STB") on March 4, 1997 and assigned conveyance number 20563.

B. The lease in which Borrower, as lessor, leases the Cars to (i) Conrad Yelvington Distributors, Inc. pursuant to the Master Lease Agreement dated as of April 1, 1999, and related Schedule No. 23 dated as of March 24, 2003 (the "Conrad Lease") (as amended, modified, extended, supplemented, restated and/or replaced from time to time), and evidence of this Conrad Lease has been recorded with the STB on November 6, 2003 and assigned conveyance number 24406, and (ii) Martin Marietta Aggregates, a division of Martin Marietta Materials, Inc. pursuant to the Lease Agreement dated as of July 15, 1997 and related Exhibit A-3 dated as of May 19, 2000 (individually the "Martin Lease" and collectively with the Illinois Central Lease and the Conrad Lease the "Leases") (as amended, modified, extended, supplemented, restated and/or replaced from time to time).



### Schedule 3A

#### DESCRIPTION OF USER LEASES AND LEASED EQUIPMENT

Schedule No. 23 dated as of March 24, 2003, between Railcar, Ltd. ("Railcar") (acting as agent), as lessor, and Conrad Yelvington Distributors, Inc. ("Conrad"), as lessee, and to the extent incorporated therein that certain Master Lease Agreement dated as of April 1, 1999 between Railcar and Conrad, in each case as amended, modified and supplemented, pursuant to which Conrad leased the following Primary Equipment:

573 used 1968 and 1969 ICG Built, 1982 Re-built, 100 ton open top quad hoppers containing reporting marks and numbers: CYDX 000100 through 000464 inclusive; CYDX 000466 through 000540 inclusive; CYDX 000542 through 00582, inclusive; CYDX 000585, 000589, 000590, 000591, 000595, 000596, 000597, 000598, 000599, 000600, 000602, 000604, and 000615; CYDX 000619 through 000694 inclusive; and CYDX 000696 through 000698, inclusive.

Exhibit A-3 dated as of May 19, 2000 (that being the date of execution by the last party to sign) between Railcar, as lessor, and Martin Marietta Aggregates, a division of Martin Marietta Materials, Inc. ("Martin Marietta"), as lessee, and to the extent incorporated therein that certain Lease Agreement dated as of July 15, 1997 between Railcar (acting as agent), as lessor, and Martin Marietta, as lessee, as amended, modified and supplemented, pursuant to which Martin Marietta leased the following equipment:

100 used IC, 3600 cubic foot, 100-ton (263,000 lb Gross Weight on Rail) four pocket open top hopper railcars with 45-degree slope sheets, containing reporting marks and numbers: PRSX 2000 through PRSX 2099 (inclusive).

**CERTIFICATION**

I, Robert W. Alvord, attorney licensed to practice in the State of New York and the District of Columbia, do hereby certify under penalty of perjury that I have compared the attached copy with the original thereof and have found the copy to be complete and identical in all respects to the original document.

Dated: 4/2/07



\_\_\_\_\_  
Robert W. Alvord